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THE AMAZING

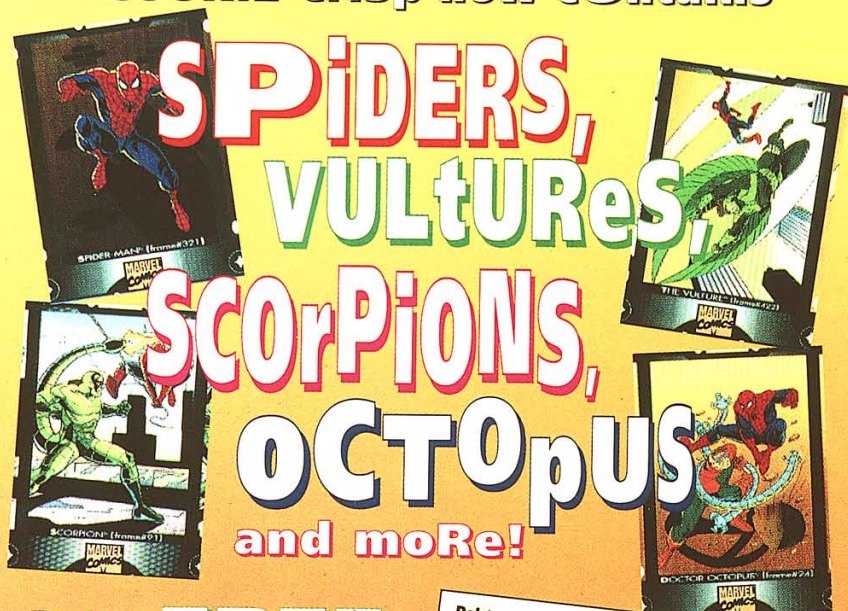
SPIDER-MAN

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EVEN IF SPIDEY
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HE'S A
DEAD MAN!



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BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND ABILITY OF AN ARACHNID! ARMED WITH HIS WONDERFUL WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

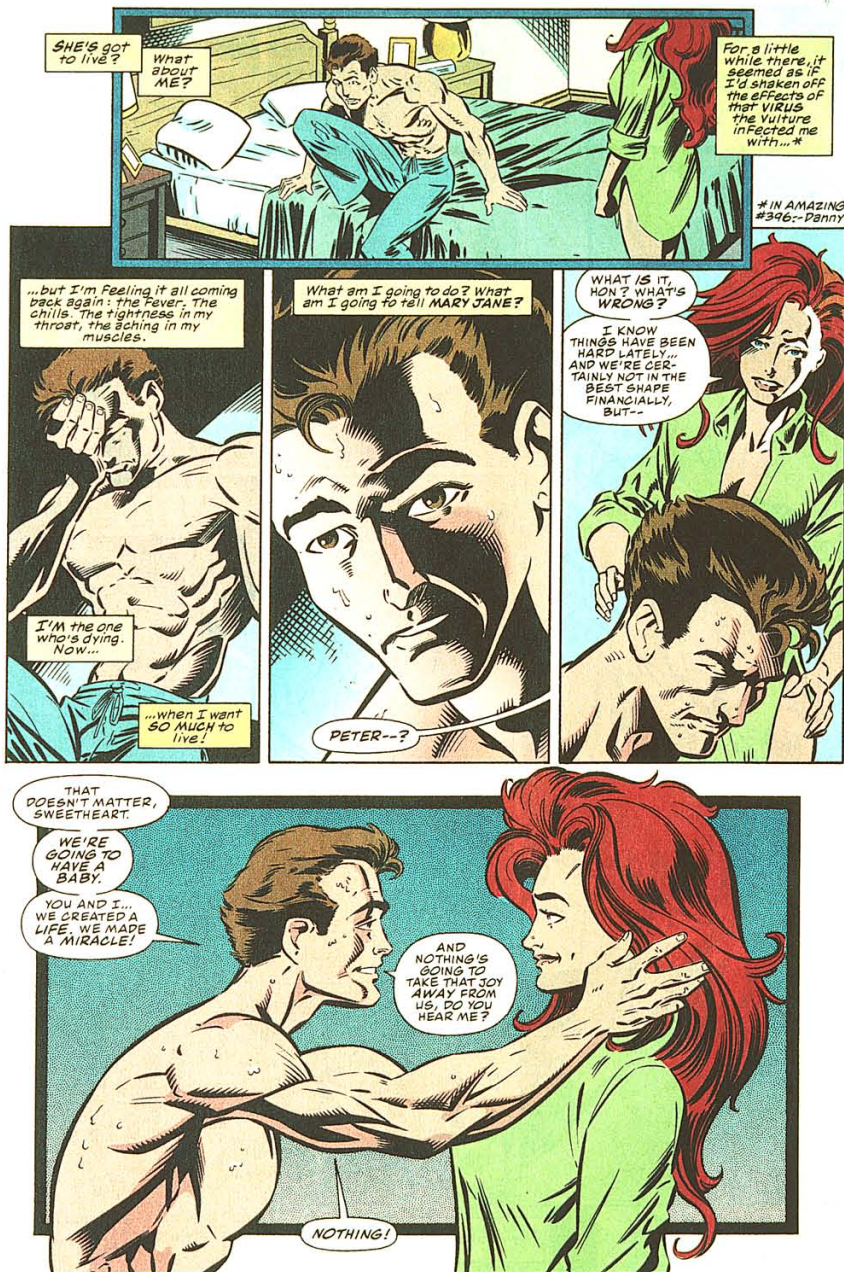
Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**



THE AMAZING SPIDER-MAN® Vol. 1, No. 398, February, 1995, (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher Michael Holtzman, Group Vice President, Publishing, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1994 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$2.05 in Canada. Subscription rate for 12 issues: \$18.00 U.S. Canadian subscribers must add \$10.00 for postage and GST #R127032852. Foreign: \$30.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC., SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813-1979. TELEPHONE # (203) 743-5331. Printed in the U.S.A.

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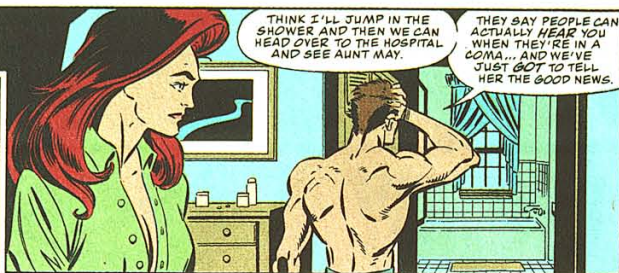
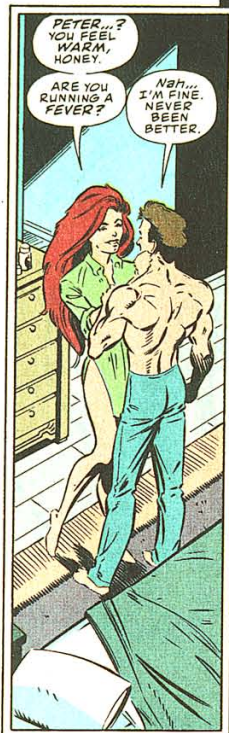
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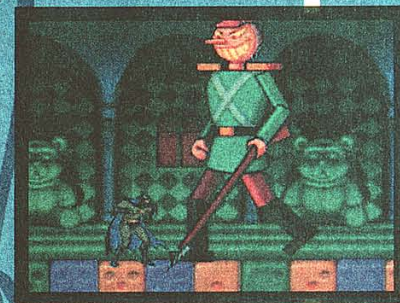
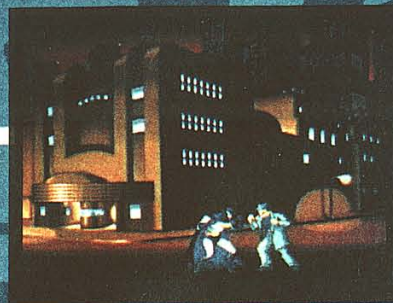


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And he's not talking. So you'll just have to find out for yourself in Konami's *The Adventures of Batman™ and Robin™* video game. The new 16-meg blockbuster for your SUPER NES®. Plunge into the underworld of Gotham City and battle the Dark Knight's archenemies through 8 sinister levels. Each based on actual adventures from the animated TV series. Strap on Batman's utility belt and choose his weapons wisely. 'Cause you'll need more than fast fists to make it to the next crime scene alive.

Hurl a gas grenade and crack up *The Joker* on a lunch-losing roller coaster ride. Launch your *Batarang* and prune back *Poison Ivy* in her evil greenhouse. Then unleash your plastic explosives to unstuff the *Scarecrow*'s plans to strike fear into the populace. Follow the *Bat Signal* to Konami's *The Adventures of Batman and Robin* video game. It's all the nonstop action of the animated TV series. Without all those annoying commercials.



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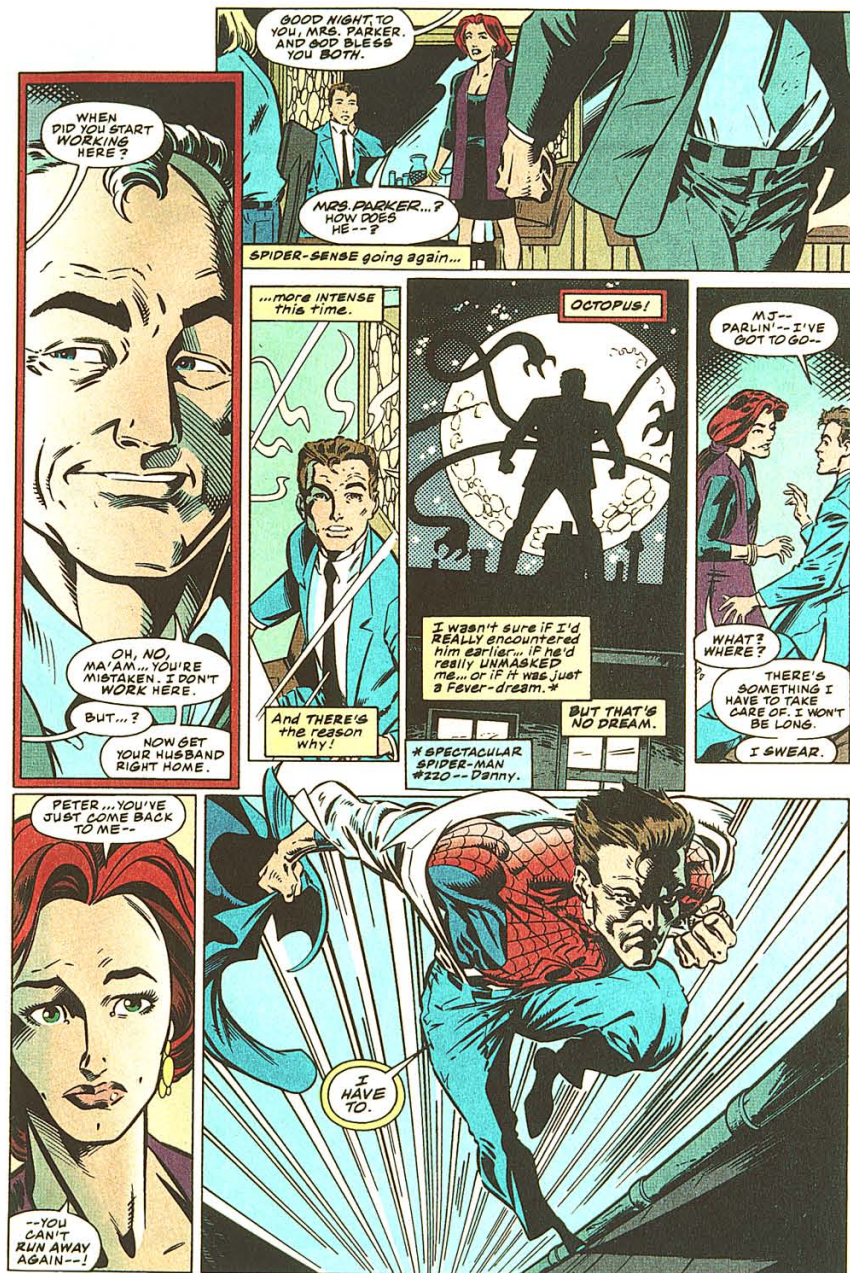
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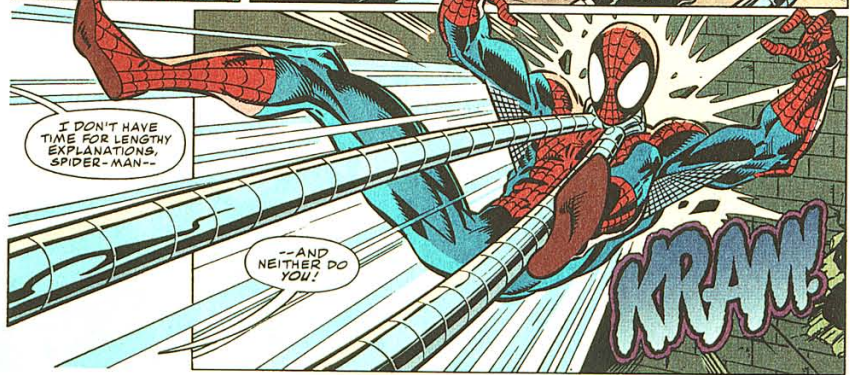
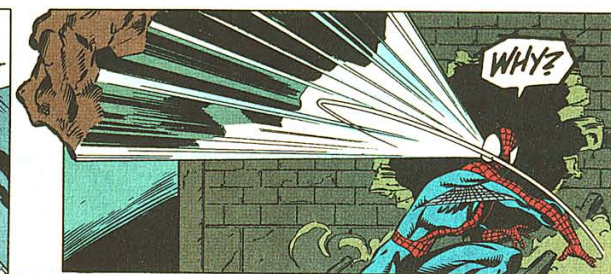
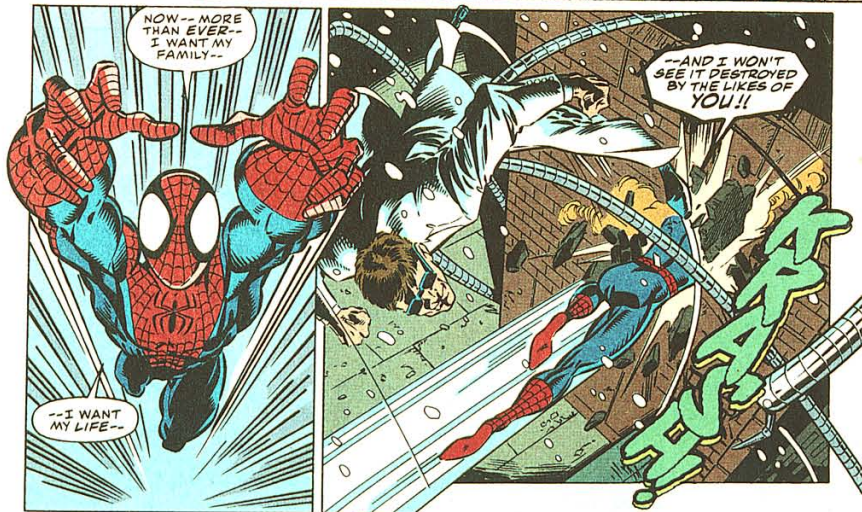
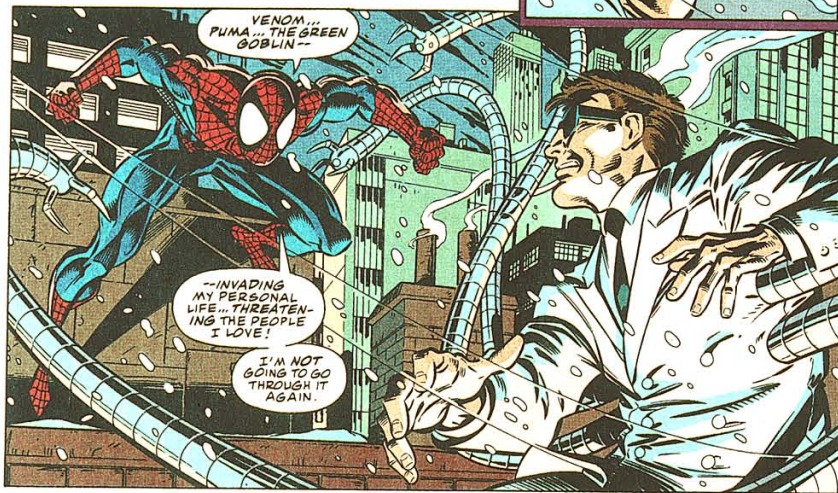
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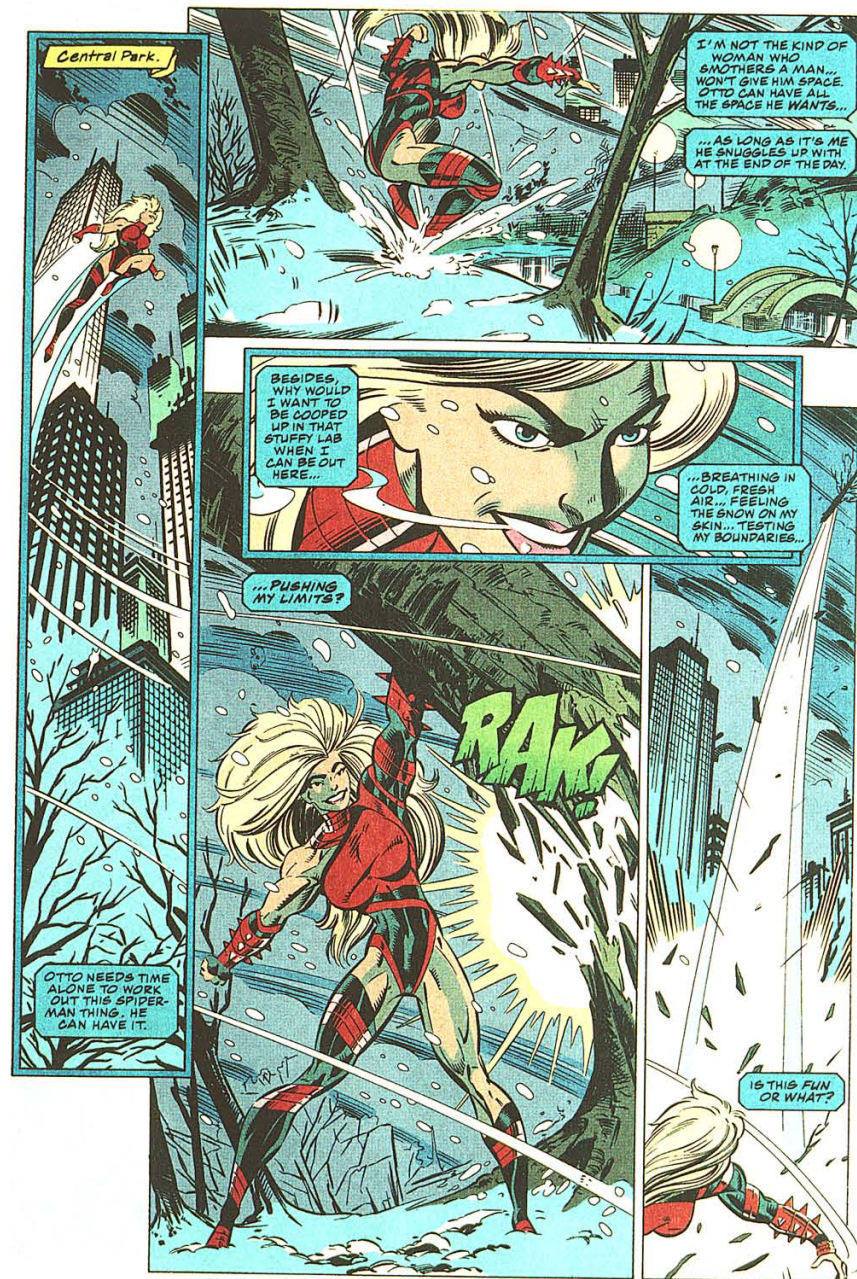
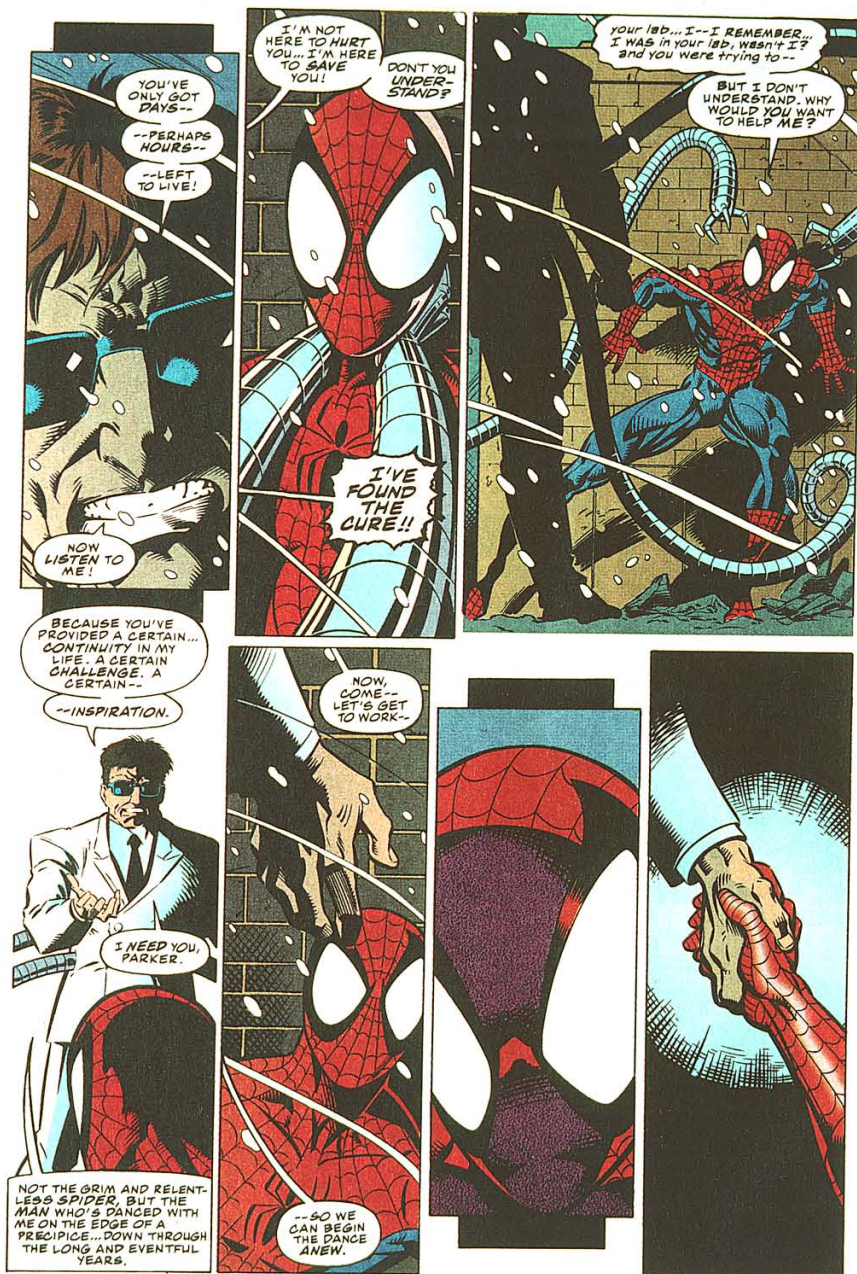


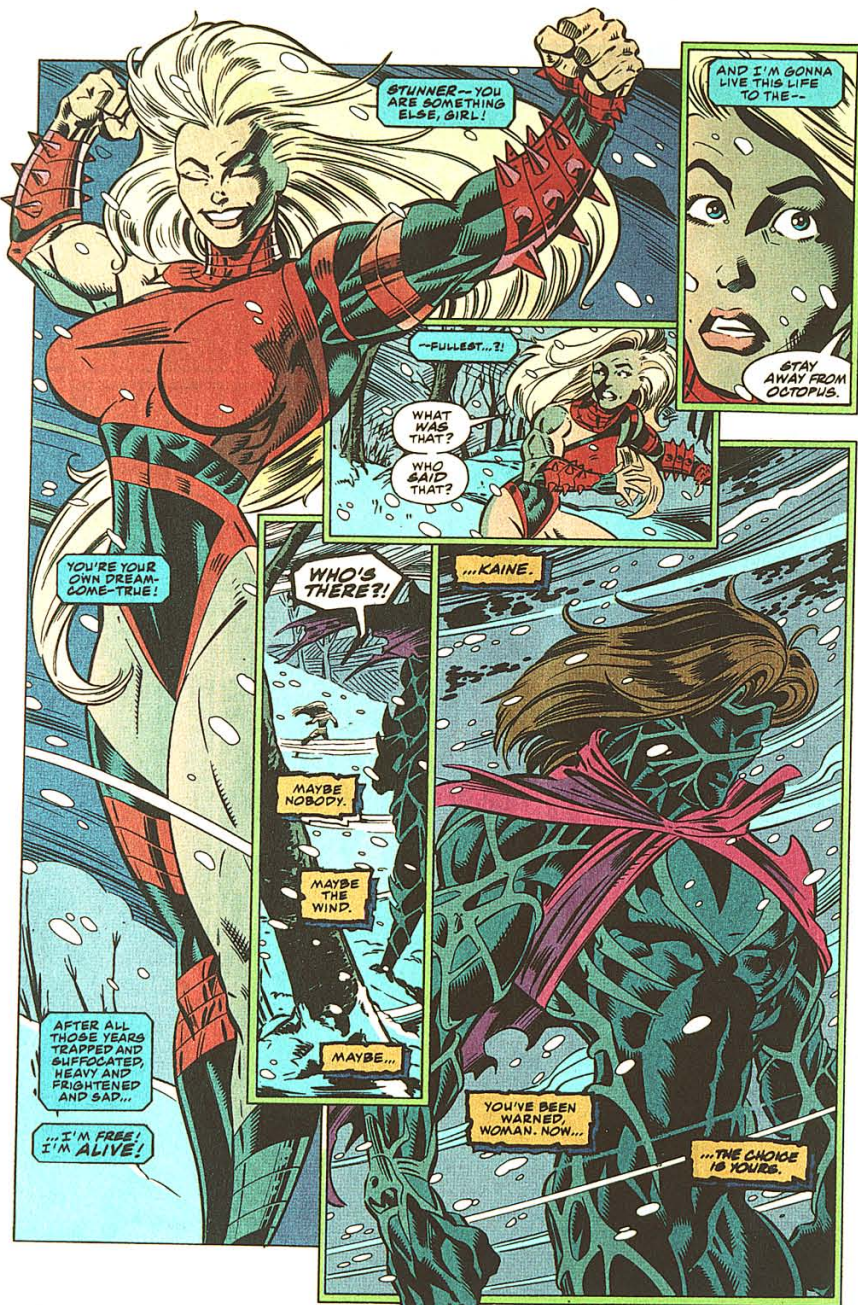
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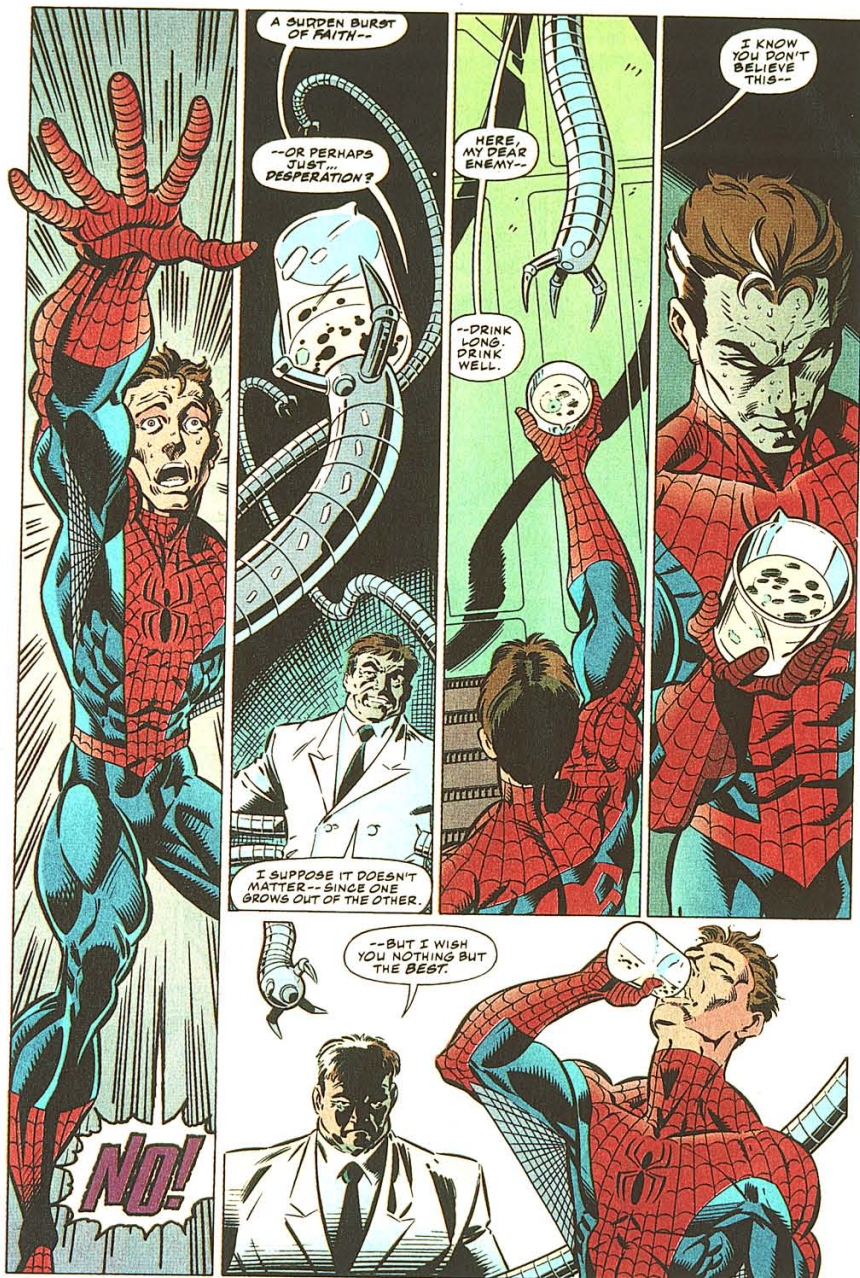
Grand prize retail value \$6500.00. X-MEN Watch retail value \$59.95. Spider-Man T-shirt retail value \$14.99. Marvel Comics Hats retail value \$14.00. SweetARTS®, T-shirt retail value \$10.00. Marvel Comics Studio pins retail value \$6.00. Entries must be received by August 31, 1995. Prize drawing will be held on or about September 8, 1995. Winners will be notified by mail by September 15, 1995. Game open to residents of the U.S. and Puerto Rico, except employees and their families of Sunmark, Inc. and its advertising agencies. Odds of winning any prize depend upon the number of entries received. Void where prohibited. TM & © 1994 Marvel Entertainment Group, Inc. SUPERHERO is a co-owned trademark. All rights reserved. SweetARTS® is a registered trademark of Sunline Brands, a division of Sunmark, Inc.







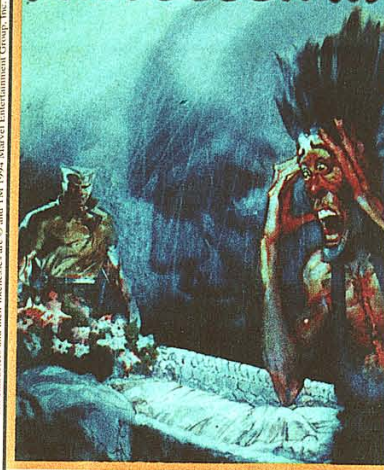




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THE DEATH OF PROFESSOR X!



X-MEN

ORDERS POSTMARKED OR FAXED BY MONDAY, JANUARY 2ND ARE GUARANTEED!

The rumors are true! Professor X is dead! Now begins "The Age of Apocalypse", the greatest chapter **EVER** in the mutant saga!

Without Professor X, Magneto forms a new world order where the hatred between mutants & humans explodes!

In this shocking new world, the X-Men are now "The Mutants", Wolverine is the most deadly mutant alive, & X-Force is a criminal organization led by Gambit!

Backed by a huge media campaign, this shocking new story is the most dramatic comic book event since the death of Superman!

AGE OF APOCALYPSE

THESE ALL NEW #1 ISSUES SHOULD HAVE ENORMOUS LONG-TERM DEMAND!

X-Men Alpha #1 (Chromium cover - Reg. \$3.95) ... **3.50**

Prelude to the "Age of Apocalypse" storyline! Introduces many key characters! Highlighted by a stunning chromium cover! 48 pages!

Factor X #1 (Deluxe glossy edition - Reg. \$1.95) ... **1.75**

By the creative team of X-Factor! In this new story, the radical mutant, Scott Summers betrays his father, Mr. Sinister, the leader of Factor X!

Gambit & the X-Ternals #1 (Deluxe - Reg. \$1.95) ... **1.75**

By the creative team of X-Force! Gambit is on the wrong side of the law as he leads a young team of mutants on the ultimate heist!

Mutants: Amazing X-Men #1 (Deluxe - Reg. \$1.95) ... **1.75**

By Fabian Nicieza & Andy Kubert! Magneto leads his team of mutants against the madman Apocalypse! Glossy paper!

Mutants: Astonishing X-Men #1 (Deluxe - Reg. \$1.95) ... **1.75**

By the creative team of Uncanny X-Men! Magneto rallies the team for one last attack against Apocalypse! Glossy paper!

Mutants: Generation Next #1 (Deluxe - Reg. \$1.95) ... **1.75**

By Scott Lobdell with art by Chris Bachalo! Colossus & his wife Kitty Pryde invade Apocalypse's mutant slave pits in search of Illyana!

Weapon X #1 (Deluxe glossy edition - Reg. \$1.95) ... **1.75**

By Larry Hama with art by Adam Kubert! The world's most dangerous mutants - Wolverine & Adamantium - are on the loose! Glossy paper!

X-Man #1 (Deluxe glossy edition - Reg. \$1.95) ... **1.75**

By the creative team of Cable! Nathan Christopher has escaped the clone banks of Mr. Sinister! Now he's looking for revenge!

X-Calibre #1 (Deluxe glossy edition - Reg. \$1.95) ... **1.75**

By the creative team of Excalibur! Nightcrawler & Mystique embark on a quest for the woman known as Destiny! Glossy paper!

X-Men Chronicles #1 (Deluxe edition - Reg. \$3.95) ... **3.50**

This 64 page glossy series features the origin of the X-Men by Magneto! Find out how a younger Magneto formed the team! A must have!

* X-Men Apocalypse Set (All 9 - Reg. \$19.55) ... **14.95**

Save money! Contains all 9 new titles including Factor X 1, Gambit & X-Ternals 1, Mutants: Generation Next 1, Mutants: Astonishing X-Men 1, Mutants: Generation Next 1, Weapon X 1, X-Man 1, X-Calibre 1, & X-Men Chronicles #1 plus a full color X-Men: Age of Apocalypse poster! (Note: Set does not include X-Men Alpha 1) **Recommended!**



Featuring
Wolverine
gone bad,
Weapon X will be hot!

MORE HOT X-MEN ITEMS!

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Cable Poster (Fully painted art) ... **\$5/4.50**

Cable comes alive in this lushly painted poster!

GR/Wolverine: Dark Design ... **\$6/4.95**

All new! Ghost Rider, the Punisher & Wolverine form an uneasy alliance vs. Mephisto! 48 pgs!

Rogue 3 (All new!) ... **\$3/2.50**

Sabretooth Trade (96 pgs) ... **\$13/10.95**

Contains the entire Sabretooth mini-series #1-4!

Weapon X Trade (128 pgs) ... **\$13/10.95**

Contains entire origin story by Barry Smith!

Wolverine Poster (See photo!) ... **\$5/4.50**

All new! Wolverine nearly leaps right out at you!

Wolverine vs. Spidey (Deluxe) ... **2.50/1.95**

Wolverine & Spidey battle it out when a young mutant girl is kidnapped! 32 pgs! Larson art!



Reg./Sale

X-Men Adventures III 1 (New) ... **1.50/1.25**

Part 11 Wolverine meets Lady Deathstrike!

X-Men: Days of Future Past ... **\$6/4.95**

One of the best X-Men stories ever by Chris Claremont, John Byrne & Terry Austin!

X-Men: Days of Future Present ... **\$15/12.95**

A sequel to Days of Future Past! 160 pages!

X-Men: Fatal Attractions Trade ... **\$18/14.95**

Wolverine takes on Magneto & loses! This 160

page trade contains the entire 6-part story!

X-Men Poster (Alex Ross art) ... **\$5/4.50**

Beautiful fully painted new poster by Alex Ross!

X-Men: Mutant Preview Mag ... **\$2/1.75**

This glossy 48 pg magazine contains a preview of the Death of Prof. X & the Age of Apocalypse!

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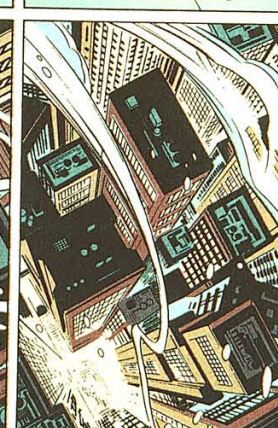
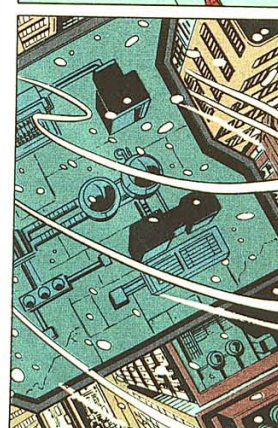
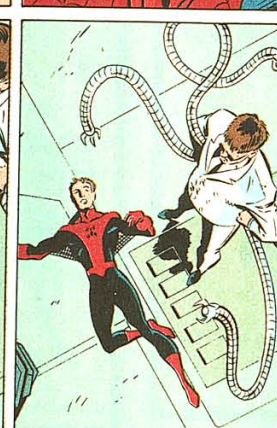
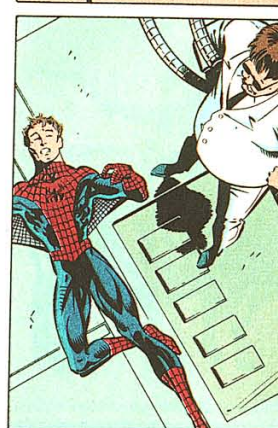
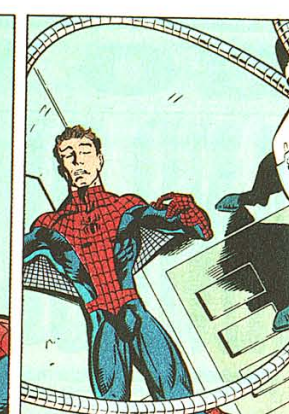
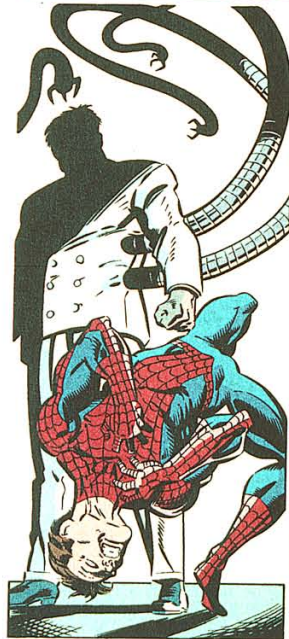
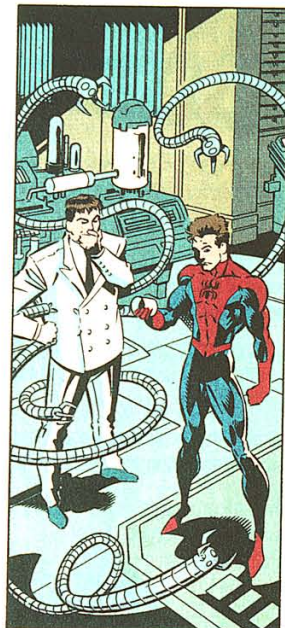
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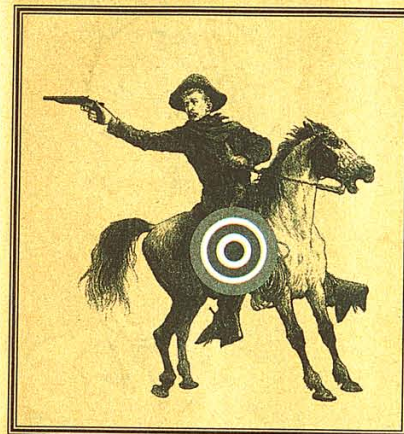
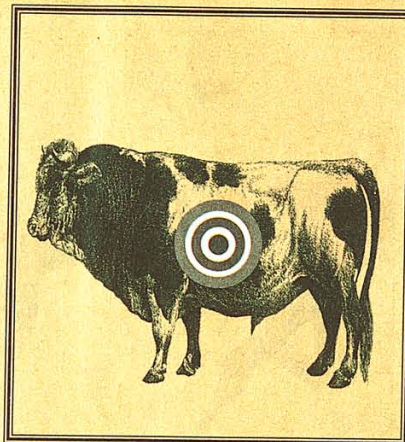
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GO WEST YOUNG MAN, AND BLOW AWAY ANYTHING THAT MOVES.



In the Old West, gun fighters let their guns do the talkin'. Now you can pack one that just won't shut up. **Lethal Enforcers™ II: Gun**



For true lead spewing fun, go out and lasso *The Justifier™*.

Fighters™. It's all the gun blazin' action of the smash hit arcade game, fired up for your **SEGA™ Genesis™** and **SEGA CD™**.



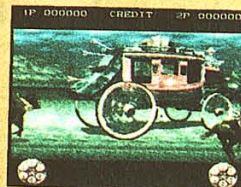
Blast your way through five lightning fast levels. Aim for the heart to drop scum in their tracks. Draw your six-shooter and serve up some hot lead to ruthless bank robbers. Grab your Gatling gun and flush out a gang of grubby banditos.

And, if you're still standin', empty your shotgun into an evil shaman and his band of creepy, skeletal



ghouls. Never mind the stench, son.

So reach for your guns and see if you got what it takes to make Deputy, Sheriff or U.S. Marshall. But watch yourself, pardner. 'Cause You'll need a sharp eye and a quick trigger finger to dodge all them flaming arrows, cannonballs, skulls, tomahawks and powder kegs those crusty



varmints are a-throwin' your way. And mind the innocent townsfolk and Holsteins. Shooting them will cost you. Let the bullets fly and the bodies fall in Konami's **Lethal Enforcers II: Gun Fighters**. One false move and the buzzards won't be goin' hungry tonight.



Also available on Sega CD

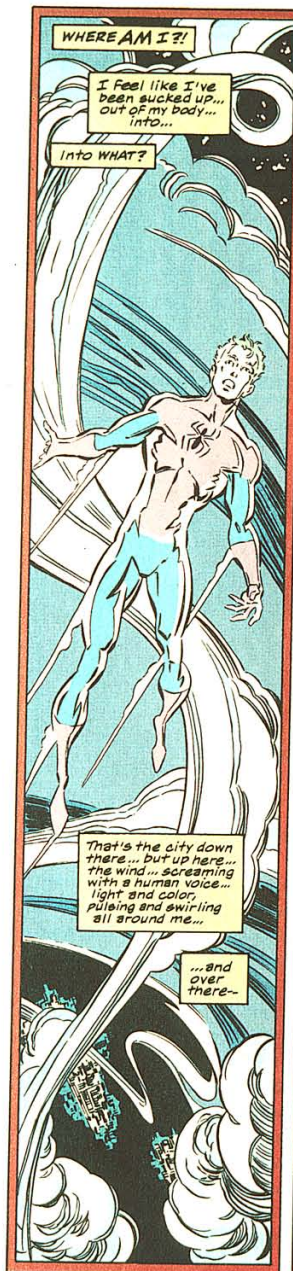


Hey gringo, don't bring shame upon your good family name. Only a dork would mess around with real guns. Remember, it's just a video game. **Lethal Enforcers™** and **Gun Fighters™** are trademarks of

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BULLPEN BULLETINS

mote the book.

THE GHOST WHO WALKS is a rousing adventure tale which takes the Phantom from the jungles of Africa to the concrete jungles of New York City, as he fights to save his homeland from greedy land developers! Readers will learn the background of the Phantom, including his role in the African community. As Dave put it, "He's sort of a cross between Stallone and Prince Charles, only without the ears!"

Dave had high praise for the work of Glen Lumsden, noting, "He's Australia's premier artist in comics — and he's got the awards to prove it!" Dave compared Glen's art to that of such luminaries as Jim Steranko and Brian Bolland, and added that "this is the best thing he's done!"

Editor Tom Daning stressed that "old and new fans will like THE GHOST WHO WALKS. The new fans will really get a kick out of the hi-tech equipment the Phantom now uses, including his body armor!" In summing up his thoughts on this classic adventure hero who has endured for over fifty years, Tom joked, "This is not your grandfather's Phantom!"

ITEM! If you thought last month's double-sized issue of the INCREDIBLE HULK was a pulse-pounding wait'll you get a look at what we've cooked up for ol' Greenskin this month! We can't give away too many details, but we will say that after this issue, the Hulk's relationship with Betty and the Pantheon will never be the same! The creative team for HULK #426 is writer Peter David, with artists Liam Sharp and Robin Riggs. Pointing to the eye-catching cover, assistant editor "Professor" James Felder could hardly restrain himself as he remarked, "That's me in the straitjacket! I went crazy with excitement after reading this issue!"

The Prof went on to say that "readers will find this issue smashing! They'll split their purple pants!" Peter David called the issue "the single most off-beat Hulk story of the year, if not of my entire run on the book!" Peter concluded, "If you can buy only one issue of the HULK this month, this is the one!"

COMING NEXT WEEK

AVENGERS #383: The Fantastic Force show up to protect Crystal! By Brevoort & Kanterovich/Gustovich!

BEAVIS & BUTT-HEAD #12: The boys stay up late to nab Santa Claus! By Marz & Johnson/Parker!

CLANDESTINE #5: The story we were destined to tell: the origin of Adam Destined! By Dave/Farmer!

DOOM 2099 #26: Some mysterious visitors arrive from Cyber-space! By Ellis/Brodsky/Nyberg!

GHOST RIDER 2099 #10: On the trail of a Transverse City serial killer! By Kaminski/Holz!

INCREDIBLE HULK #426 DELUXE: The final fates of Betty and the Pantheon! By David/Sharp/Riggs!

IRON MAN VS. DR. DOOM TPB: Like knights of old, these armored titans clash! By Michelinie/Romita Jr./Layton!

MARVEL ACTION HOUR: FANTASTIC FOUR #4: Atlantis attacked! By Calvieri/Alcatena!

MARVEL ACTION HOUR: IRON MAN #4: Mandarin steals Stark's new jet! By Dutler/Labat/Nyberg!

MARVEL COMICS PRESENTS #11: Lunatik vs. the Silver Surfer? That's crazy!

MARVEL SUPER HEROES MEGAZINE #5: All John Byrne issues! By Byrne/Byrne/Variouli!

MORBIUS #30: Back from the dead with new powers and a new purpose! By Trusiani/Gimlore!

NOVA #14: Nova leads the New Warriors into battle, and Condor soars! By Mannan/Stegbauer!

PHANTOM #1 OF 3: Lee Falk's classic character in grim and gritty action! By DeVries/Lumsden!

PUNISHER #99: Better line up that replacement Punisher, Microl! By Dixon/Whigham/Nebres!

SABRETOOTH CLASSICS #10: The Mocklock Massacre continues! By L. Simonson/Bogdanov!

SAVAGE SWORD OF CONAN #20: The evil empire of Archon must fall! By Thomas/Docherty/Cruz!

SCARLET SPIDER #55: The Scarlet Spider faces the Grim Hunter and Kaine! By Mackie/Lyle/Hennal!

SPIDER-MAN MEGAZINE #11: Spidey fights the Lizard and an army of alligators! By Kirschbaum/Esposito!

WARLOCK & THE INFINITY WATCH #37: Firelord's soul has been stolen! By Arcudi/Oliffe/Williams!

WHAT IF...#70: What if the Silver Surfer had not betrayed Galactus? By Dixon/Ramey!

X-MEN 2099 #17: Further adventures of X'an in the Theatre of Pain! By Moore/Lim/Candelario!

One of the most popular and longest-running comic strip characters — the Phantom — returns to comic books next week — in a way you've never seen him before!

The Phantom: The Ghost Who Walks is a three-issue limited series brought to you by Australia's hottest writer/artist team, Dave Devries and Glen Lumsden. Dave promised, "This is not the Phantom as he has traditionally been done. When I first got the assignment, I was told to push it as far as I could. We've received enormous cooperation from King Features (the syndicate that owns the Phantom) and Lee Falk (the Phantom's creator). The Phantom has been completely re-designed for the 1990s."

"We've kept the basic elements of the character. We took our inspiration right from the source. We figured out what made the character great, and why. We re-tell the story of the Phantom as if it hadn't existed before. It's sort of 'Phantom: Year One!'"

Dave revealed that the Phantom is the biggest thing down under since Crocodile Dundee! "In Australia, he's popular as Superman, Batman, and the X-Men rolled into one!" (The Phantom is actually mega-popular all over the world. In Sweden, they even have a Phantom theme park!) When word got out that there was a new Phantom comic book in the works, Dave was deluged by the Australian media, doing interviews with dozens of Australian newspapers, magazines, and TV shows. Dave vows that was nothing compared to the furor that will erupt once the Phantom comic actually goes on sale! Dave and Glen will be touring "just about every comic shop in Australia" to promote the book.

STAN'S SOAPBOX

Hi, True Believers!

I'm ashamed of myself! Last month I got so excited about announcing the fact that I'll be starting a new line of mags called Excelsior Comics that I forgot to wish you all a great Thanksgiving! I had intended to write one of my special award-winning poems for you in honor of the holiday, but I blew it!

However, there's still time for me to make your Christmas the unforgettable holiday that it should be by composing a new Santa Claus poem for you to tenderly treasure until next year! Since I'm much too lazy to compose my own music, take a whack at singing it to the tune of "SANTA CLAUS IS COMING TO TOWN"...

You must have heard, everyone knows, Though it's absurd, here's how it goes... Santa Claus is reading X-Men!

He's been a fan, that's no surprise, After all, man, we know that he's wise. Santa Claus is reading X-Men!

He reads 'em when you're sleeping, They keep him wide awake. He just can't get enough of them, 'Cause they're good, for goodness sake!

So here's what to do, take my advice, Buy every one, regardless of price! Santa Claus is reading X-Men!

Kind'a gets you where you live, huh? After reading the above, I'll bet there isn't a dry eye in the batty bullpen. Of course, Spidey'll be angry that I didn't mention him, but there's always next year. And hey, before you start bombarding me with indignant letters, I know that we've changed the names of the X-Men books! I know, Santa Claus can't be reading about Professor X if ol' Chrome dome is pushing up daisies right now, and I know his gurgling gaggle of groupies has had a major Marvel makeover! But you've gotta allow me to take a little poetic license. I mean, no matter how I tried, I couldn't figure out how to make the stanzas end with the words GENERATION X and still keep the rhythm!

Well, I've gotta close now because Valentine's Day isn't far off and who knows? — You might desperately need another poem!

Excelsior!

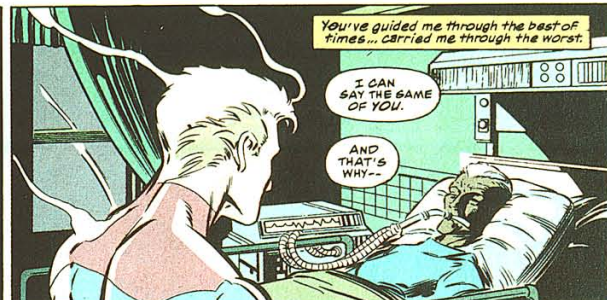
Stan Lee

AUNT MAY...?

NO. It couldn't have been her. She's still in the coma. Still beyond my reach.



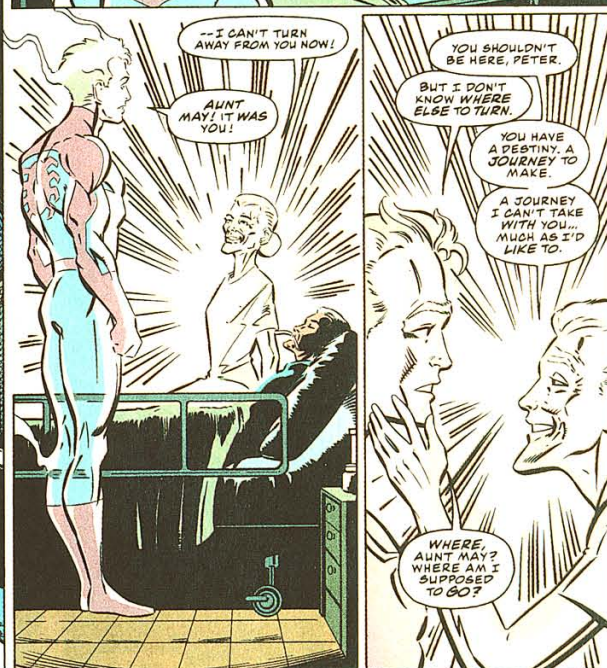
Oh, but if only you WERE here, Aunt May.



You've guided me through the best of times... carried me through the worst.

I CAN SAY THE SAME OF YOU.

AND THAT'S WHY--



—I CAN'T TURN AWAY FROM YOU NOW!

AUNT MAY! IT WAS YOU!

YOU SHOULDN'T BE HERE, PETER.

BUT I DON'T KNOW WHERE ELSE TO TURN.

YOU HAVE A DESTINY. A JOURNEY TO MAKE.

A JOURNEY I CAN'T TAKE WITH YOU... MUCH AS I'D LIKE TO.

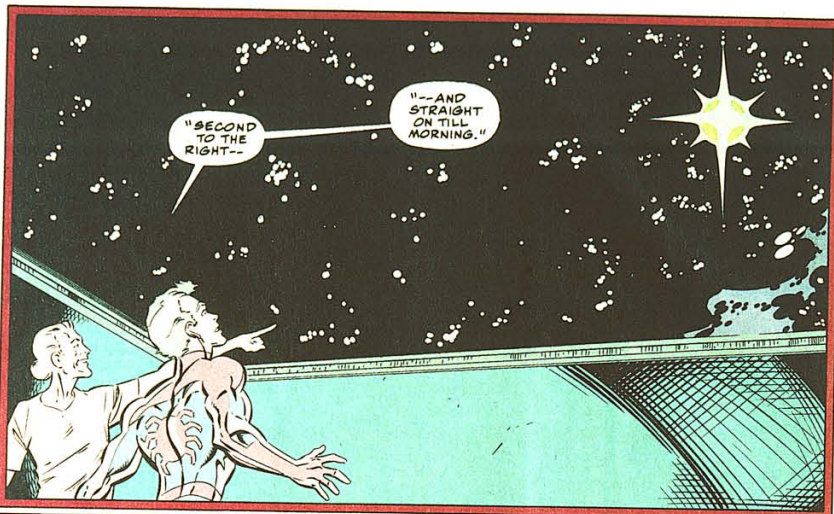
WHERE, AUNT MAY? WHERE AM I SUPPOSED TO GO?



REMEMBER WHEN YOU WERE LITTLE, PETER... SO UPSET, SO WOUNDED AFTER HAVING LOST YOUR PARENTS?

REMEMBER HOW YOU LOVED HEARING THE TALE OF THAT OTHER LOST BOY NAMED PETER... AND HIS ADVENTURES IN NEVERLAND?

I... I DO BUT-- I DON'T UNDERSTAND WHAT--



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- ☐ FWK Force Works
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- ☐ GAL Guardians of Galaxy
- ☐ H99 Hulk 2099
- ☐ INC Incredible Hulk
- ☐ IRM Iron Man
- ☐ MOR Morbius
- ☐ SUB Namor
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- ☐ FAC X-Factor
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